

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>UAL CORPORATION, et al.,</b>	)	<b>Case No. 02-B-48191</b>
	)	<b>(Jointly Administered)</b>
	)	
<b>Debtors.</b>	)	<b>Honorable Eugene R. Wedoff</b>

**STIPULATION AND AGREED ORDER BETWEEN THE DEBTORS AND THE  
PENSION BENEFIT GUARANTY CORPORATION REGARDING DEBTORS'  
MOTION FOR VOLUNTARY DISTRESS TERMINATION OF THEIR DEFINED  
BENEFIT PENSION PLANS PURSUANT TO 29 U.S.C. § 1341(C)**

On April 11, 2005 the debtors and debtors-in-possession ("Debtors" or "United") renewed their Motion to Reject Their Collective Bargaining Agreements Pursuant to 11 U.S.C. § 1113(c) and filed their Motion for the Voluntary Distress Termination of Their Defined Benefit Pension Plans Pursuant to 29 U.S.C. § 1341(c) ("Voluntary Distress Termination Motion"). Pursuant to the Agreed Scheduling Order on Debtors' Motions Under Section 1113(c) of the Bankruptcy Code and for Distress Termination Of All Defined Benefit Pension Plans Pursuant To 29 U.S.C. § 1341 ("Agreed Scheduling Order") entered on January 21, 2005, the hearing on United's motions under Section 1113(c) and for voluntary distress termination is scheduled to begin on May 11, 2005. The dates for opposition briefs to United's motions, responses to discovery requests, expert reports, and other pre-hearing proceedings are all set by the Agreed Scheduled Order. The Agreed Scheduling Order applies to United, the Pension Benefit Guaranty Corporation ("PBGC"), and certain of United's unions.

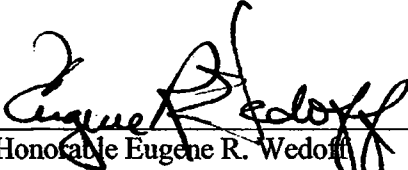
On April 22, 2005, United and the PBGC reached a settlement agreement (the "United/PBGC Agreement"). United filed a motion to approve the United/PBGC Agreement on April 26, 2005, and is requested, at the behest of the Official Committee of Unsecured Creditors,

that the motion be heard on May 10, 2005. On April 22, United and the PBGC agreed that staying further discovery and proceedings between the two parties on the Voluntary Distress Termination Motion would best serve the interests of the Estate and the PBGC by sparing both parties the unnecessary expense of proceedings that both sides now hope will be unnecessary.

Therefore, United and the PBGC agree and stipulate:

1. The Agreed Scheduling Order shall not apply to the PBGC.
2. The hearing on United's Voluntary Distress Termination Motion shall be held in abeyance and not proceed on May 11.
3. In the event that the Court does not approve the United/PBGC Agreement, United reserves all rights to move, on an emergency basis, for an expedited discovery and hearing schedule on its Voluntary Distress Termination Motion, and the PBGC reserves all rights to oppose such a motion.
4. Subject to the Court's ruling on United's motion to approve the PBGC/United Settlement, this agreed order and stipulation shall have no effect on United's Motion to Reject its Collective Bargaining Agreements Pursuant to 11 U.S.C. § 1113(c), which shall proceed under the terms of the Agreed Scheduling Order.

SO ORDERED this \_\_\_\_ day of May, 2005

  
Honorable Eugene R. Wedoff  
United States Bankruptcy Judge  
5/2/05

Dated: May 2, 2005

UAL Corporation, et al.

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